

AB

SECURITY

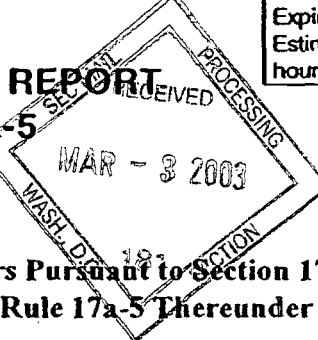


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**ANNUAL AUDITED REPORT
FORM X-17A-5
PART III**



SEC FILE NUMBER
8-48775

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 01/01/02 AND ENDING 12/31/02
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:

BlackRock Distributors, Inc.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

760 Moore Road

(No. and Street)

King of Prussia

PA

19406

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

John P. Coary

(610) 382-8630

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Deloitte & Touche LLP

(Name - if individual, state last, first, middle name)

1700 Market Street, 25th Floor Philadelphia

PA

19103

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

- ☒ Certified Public Accountant
- ☐ Public Accountant
- ☐ Accountant not resident in United States or any of its possessions.

PROCESSED

APR 15 2003

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THOMSON
FINANCIAL

*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1410 (06-02)

OATH OR AFFIRMATION

I, John P. Coary, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of BlackRock Distributors, Inc., as of December 31, 2002, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

John P. Coary
Signature

Treasurer & Financial Operations Principal
Title

Eileen M. Allen
Notary Public

EILEEN M. ALLEN
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires Jan. 10, 2006

This report ** contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of Changes in Financial Condition.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☐ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☐ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-3 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

BlackRock Distributors, Inc.
(SEC I.D. No. 8-48775)

**Independent Auditors' Report and
Supplemental Report on Internal Control**

**Financial Statements and Supplemental Schedule
Year Ended December 31, 2002**

**Filed Pursuant to Rule 17a-5(e)(3)
as a PUBLIC DOCUMENT**

BlackRock Distributors, Inc.
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Financial Statements and
Supplementary Information

For the Year ended December 31, 2002

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Deloitte & Touche LLP
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www.deloitte.com

**Deloitte
& Touche**

To the Stockholder of
BlackRock Distributors, Inc.

We have audited the accompanying statement of financial condition of BlackRock Distributors, Inc. (the "Company") as of December 31, 2002, and the related statements of income, changes in stockholder's equity, and cash flows for the year then ended that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2002, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental information listed in the accompanying table of contents is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 under the Securities Exchange Act of 1934. This information is the responsibility of the Company's management. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

Deloitte & Touche LLP

February 24, 2003

BlackRock Distributors, Inc.
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Statement of Financial Condition

December 31, 2002

Assets

Cash	\$ 3,412,640
Due from parent	<u>453,997</u>
Total assets	<u><u>\$ 3,866,637</u></u>

Liabilities and stockholder's equity

Liabilities:

Accounts payable	\$ 3,324,284
Due to Parent	<u>2,970</u>
Total liabilities	<u>3,327,254</u>

Stockholder's equity:

Common stock, \$0.01 par value, 1,000 shares authorized; 100 shares issued and outstanding	1
Additional paid-in capital	534,273
Retained earnings	<u>5,109</u>
Total stockholder's equity	<u>539,383</u>

Total liabilities and stockholder's equity	<u><u>\$ 3,866,637</u></u>
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The accompanying notes are an integral part of these financial statements.

BlackRock Distributors, Inc.
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Statement of Income

For the Year Ended December 31, 2002

Revenue:

Distribution fees	\$ 16,760,327
Interest income	<u>6,827</u>

Total revenue	<u>16,767,154</u>
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Expenses:

Distribution expenses	<u>16,760,327</u>
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Total expenses	<u>16,760,327</u>
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Income before income taxes	6,827
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Provision for income taxes	<u>2,970</u>
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Net income	<u><u>\$ 3,857</u></u>
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The accompanying notes are an integral part of these financial statements.

BlackRock Distributors, Inc.
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Statement of Changes in Stockholder's Equity

For the Year Ended December 31, 2002

	<u>Common Stock</u>		<u>Additional</u>	<u>Retained</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Paid-in</u>	<u>Earnings</u>	<u>Stockholder's</u>
			<u>Capital</u>		<u>Equity</u>
Balances at January 1, 2002	100	\$ 1	\$ 534,273	\$ 1,252	\$ 535,526
Net income	<u>-</u>	<u>-</u>	<u>-</u>	<u>3,857</u>	<u>3,857</u>
Balances at December 31, 2002	<u>100</u>	<u>\$ 1</u>	<u>\$ 534,273</u>	<u>\$ 5,109</u>	<u>\$ 539,383</u>

The accompanying notes are an integral part of these financial statements.

BlackRock Distributors, Inc.

(A Wholly-owned subsidiary of PFPC Distributors, Inc.)

Statement of Cash Flows

For the Year Ended December 31, 2002

Cash flows from operating activities:

Net income		\$	3,857
Adjustments to reconcile net income to net cash provided by operating activities:			
Increase in due from Parent	\$	(453,997)	
Increase in accounts payable		3,324,284	
Increase in due to Parent		2,970	
Net cash provided by operating activities			<u>2,877,114</u>
Cash at beginning of year			<u>535,526</u>
Cash at end of year		\$	<u><u>3,412,640</u></u>

The accompanying notes are an integral part of these financial statements.

BlackRock Distributors, Inc.
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Notes to Financial Statements

December 31, 2002

1. Organization

BlackRock Distributors, Inc. (the "Company") is a wholly-owned subsidiary of PFPC Distributors, Inc. ("PFPCDI"), an indirect wholly-owned subsidiary of PFPC Inc. (the "Parent") and PFPC Trust Company ("Trust Co.") and an indirect, majority-owned subsidiary of The PNC Financial Services Group, Inc. (the "Corp."), a publicly traded company. The Company is registered with the Securities and Exchange Commission ("SEC") as a broker-dealer and is a member of the National Association of Securities Dealers.

The Company serves solely as distributor and principal underwriter to BlackRock Funds (the "Funds") and, as a result, substantially all of the Company's revenues are earned from the Funds.

2. Significant Accounting Policies

Revenue Recognition - The Company earns distribution fee revenue from the Funds based on a percentage of outstanding net assets of certain classes of shares of such Funds. Monies from distribution fees are generally remitted to external brokers who distribute the shares of these Funds to investors. The revenue and expense associated with these fees are included as "Distribution fees" and "Distribution expenses," respectively, in the accompanying statement of income.

Cash - Cash is generally held in a money market demand account.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

Interest Income - Interest income is earned on cash invested in money market demand accounts and is recognized when earned.

Fair Value of Financial Instruments - Statement of Financial Accounting Standards ("SFAS") No. 107, "Disclosures about Fair Value of Financial Instruments," requires the disclosure of the estimated fair values of financial instruments. Substantially all of the Company's assets and liabilities are considered financial instruments, as defined by SFAS 107. Fair value is defined as the price at which a financial instrument could be liquidated in an orderly manner over a reasonable time period under present market conditions.

BlackRock Distributors, Inc.
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Notes to Financial Statements (continued)

December 31, 2002

2. Significant Accounting Policies (continued)

SFAS 107 requires that the fair value of financial instruments be estimated using various valuation methodologies. Quoted market prices, when available, are used as the measure of fair value. The estimated fair value of financial instruments that have a short-term maturity may approximate the carrying amount of such financial instruments.

The Company's financial instruments are short-term in nature. Consequently, carrying amounts of these assets and liabilities approximated estimated fair value. The Company considers the amounts recorded for the financial instruments on the balance sheet to be reasonable estimates of fair value.

3. Income Taxes

The operating results of the Company are included in the consolidated U.S. Federal tax returns of the Corp. and its subsidiaries. For state tax purposes, the Company either was included in the combined tax returns of Trust Co. and its subsidiaries or filed separate company returns. Federal income taxes are calculated as if the Company filed a separate federal income tax return.

The income tax expense included in the statement of income as determined in accordance with SFAS No. 109, "Accounting for Income Taxes," is as follows:

At December 31, 2002	
Federal	\$2,082
State	888
Total income tax provision	<u>\$2,970</u>

The provision for federal income taxes differs from the statutory federal income tax rate of 35% primarily due to the federal deductibility of state income taxes. The Company does not have any significant temporary differences.

4. Net Capital Requirements

The Company is subject to the SEC's Uniform Net Capital Rule (the "Rule"), which requires the maintenance of minimum net capital. The Company has elected to use the basic method permitted by the Rule, which requires that the Company maintain minimum net capital equal to the greater of \$25,000 or 6 2/3% of aggregate indebtedness, as defined. The Rule also requires that aggregate indebtedness not exceed 15 times net capital. The SEC requirements provide that equity capital may not be withdrawn or cash dividends paid if certain minimum net capital requirements are not met.

BlackRock Distributors, Inc.
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Notes to Financial Statements (continued)

December 31, 2002

4. Net Capital Requirements (continued)

The Company filed their December 31, 2002 quarterly FOCUS report on January 27, 2003, reflecting \$351,001 in excess of minimum required net capital. In February 2003, the Company reclassified the year-end due from Parent receivable from allowable to nonallowable, which created a net capital deficiency at December 31, 2002. Immediately subsequent thereto, the Company communicated the net capital violation to the National Association of Securities Dealers. On January 10, 2003, the Company settled the due from Parent position in the amount of \$453,997, which cured the net capital violation.

The Company has complied with the exemptive provisions of SEC Rule 15c3-3(k)(1), limiting business to the distribution of mutual funds and/or variable life insurance or annuities. The Company does not hold customer funds or safekeep customer securities.

5. Related Party Transactions

Related party revenue of \$16,760,327 was generated by providing distribution services to the Funds.

The Company shares office space, personnel and equipment with PFPCDI, which is under common control of the Parent. PFPCDI also bears all administrative expenses incurred by the Company, including professional fees, regulatory and registration expenses and personnel costs. The Company has not been charged for these shared costs or administrative expenses.

In addition, PFPCDI recognizes all revenue and operating expenses and assumes all liabilities of the Company. As a result, these financial statements are not necessarily indicative of the conditions that would have existed if the Company had operated as a standalone, unaffiliated company.

At December 31, 2002, a receivable from PFPCDI in the amount of \$453,997 is included in "Due from Parent" on the accompanying statement of financial condition. This receivable resulted from the Company assuming accounts payable from PFPCDI.

The members of the Board of Directors of the Company are employees of the Parent or Trust Co. For the year ended December 31, 2002, the Board members did not receive any remuneration for their services.

6. Subsequent Events

On January 30, 2003, the Company received a capital contribution of \$450,000 from PFPCDI.

Supplementary Information

BlackRock Distributors, Inc.
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Computation of Net Capital under SEC Rule 15c3-1

December 31, 2002

	Per audited Financial Statements	Per FOCUS Filing	Difference
Net Capital:			
Stockholder's equity	\$ 539,383	\$ 542,353	\$ (2,970)
Deduction for nonallowable assets	<u>453,997</u>	<u>0</u>	<u>453,997</u>
Net capital before haircuts on securities positions	85,386	542,353	(456,967)
Haircuts on securities	<u>0</u>	<u>0</u>	<u>0</u>
Net capital	<u>\$ 85,386</u>	<u>\$ 542,353</u>	<u>\$ (456,967)</u>
Aggregate Indebtedness:			
Items included in statement of financial condition:			
Accounts payable	\$ 3,324,284	\$ 2,870,287	\$ 453,997
Due to Parent	<u>2,970</u>	<u>-</u>	<u>2,970</u>
Total aggregate indebtedness	<u>\$ 3,327,254</u>	<u>\$ 2,870,287</u>	<u>\$ 456,967</u>
Computation of Basic Net Capital Requirement:			
Minimum net capital required (greater of 6 2/3% of aggregate indebtedness or \$25,000)	<u>\$ 221,817</u>	<u>\$ 191,352</u>	<u>\$ 30,465</u>
Capital in excess/(deficit) of minimum requirement	<u>\$ (136,431)</u>	<u>\$ 351,001</u>	<u>\$ (487,432)</u>
Excess/(deficit) net capital @ 1000% (net capital less 10% of aggregate indebtedness)	<u>\$ (247,339)</u>	<u>\$ 255,324</u>	<u>\$ 502,663</u>
Ratio of aggregate indebtedness to net capital	<u>38.97 to 1</u>	<u>5.29 to 1</u>	<u>33.68 to 1</u>

The Company filed their December 31, 2002 quarterly FOCUS report on January 27, 2003, reflecting \$351,001 in excess of minimum required net capital. In February 2003, the Company reclassified the year-end due from parent receivable from allowable to nonallowable, which created a net capital deficiency at December 31, 2002. Immediately subsequent thereto, the Company communicated the net capital violation to the National Association of Securities Dealers. On January 10, 2003, the Company settled the due from parent position in the amount of \$453,997, which cured the net capital violation.

EXEMPTIVE PROVISIONS

25. If an exemption from Rule 15c3-3 is claimed, identify below the section upon which such exemption is based

A. (k) (1)--Limited business (mutual funds and/or variable annuities only) ☒ [4550]

B. (k) (2)(i)--"Special Account for the Exclusive Benefit of customers" maintained ☐ [4560]

C. (k) (2)(ii)--All customer transactions cleared through another broker-dealer on a fully disclosed basis. Name of clearing firm(s) ☐ [4570]

Clearing Firm SEC#s

Name

Product Code

8- _____ [4335A]	_____	_____ [4335B]
8- _____ [4335C]	_____	_____ [4335D]
8- _____ [4335E]	_____	_____ [4335F]
8- _____ [4335G]	_____	_____ [4335H]
8- _____ [4335I]	_____	_____ [4335J]
	_____ [4335I2]	

D. (k) (3)--Exempted by order of the Commission ☐ [4580]

This page is an excerpt from the FOCUS Part 11A Report filed by BlackRock Distributors, Inc., as of December 31, 2002, evidencing the SEC rule section under which exemption from SEC Rule 15c3-3 is claimed.



The Board of Directors
BlackRock Distributors Inc.:

In planning and performing our audit of the financial statements of BlackRock Distributors Inc. (the "Company"), for the year ended December 31, 2002 (on which we issued our report dated February 24, 2003), we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the Company's internal control.

Also, as required by rule 17a-5(g)(1) under the Securities Exchange Act of 1934, we have made a study of the practices and procedures (including tests of compliance with such practices and procedures) followed by the Company that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. We did not review the practices and procedures followed by the Company in making the quarterly securities examinations, counts, verifications, and the recordation of differences required by rule 17a-13 or in complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System, because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of internal control and of the practices and procedures, and to assess whether those practices and procedures can be expected to achieve the Securities Exchange Commission's (the "Commission") above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable, but not absolute, assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized acquisition, use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with accounting principles generally accepted in the United States of America. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in any internal control or the practices and procedures referred to above, misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal control or of such practices and procedures to future periods are subject to the risk that they may become inadequate

because of changes in conditions or that the degree of compliance with the practices or procedures may deteriorate.

Our consideration of the Company's internal control would not necessarily disclose all matters in the Company's internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving the Company's internal control and its operation (including control activities for safeguarding securities) that we consider to be material weaknesses as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the Commission to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2002, to meet the Commission's objectives.

The Company filed their December 31, 2002 quarterly FOCUS report on January 27, 2003, with \$351,001 in excess of net capital on January 27, 2003. The Company reclassified certain due from parent receivables from allowable to non-allowable, which then resulted in a net capital deficiency at year-end. The Company communicated the net capital violation to the regulators in February 2003. On January 10, 2003, the Company received the due from parent in the amount of \$453,997, which cured the net capital violation.

This report is intended solely for the information and use of the Board of Directors, management, the Securities and Exchange Commission, the National Association of Securities Dealers, Inc., and other regulatory agencies that rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

Yours truly,

Deloitte & Touche LLP

February 24, 2003